

**CODE OF CONDUCT  
TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED  
PERSONS  
[Under Regulation 9 (1) and (2) of SEBI (Prohibition of Insider Trading)  
Regulations, 2015, as Amended]**

**Preamble**

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) had formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "The Regulations").

As per Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 every listed company is required to formulate a code of conduct to regulate, monitor and report trading by Designated Persons and their relatives and adopting the minimum standards set out in Schedule B of the above said regulations.

As per Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information. The Board of Directors of Sarda Proteins Ltd. in its meeting held on 10.08.2016 have approved and adopted this Code for regulating, monitoring and reporting of trading by insiders and to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

In order to comply with the recent amendment to the Regulation being effective from 09<sup>th</sup> February, 2021, the Board has further updated the Code at their Board Meeting held on 12<sup>th</sup> February, 2021.

The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations, as modified from time to time.

**Applicability**

All the Designated Persons and relatives of designated persons are governed by this Code.

**Definitions**

- a) "Act" means the Securities and Exchange Board of India Act, 1992;
- b) "Board" shall mean the Board of Directors of Sarda Proteins Ltd.;
- c) "Code" means Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons as modified from time to time.
- d) "Company" means Sarda Proteins Ltd.;
- e) "Compliance Officer" means the Company Secretary of the Company or such any other senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures,

maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of the Company or the head of an organization for the purpose of administration of the Code of Conduct for prevention of insider trading; and The Compliance Officer shall maintain records of all the declaration(s) given by the Directors, Designated Persons and Connected Persons for a minimum period of three years.

**f) “Connected Person” means:**

I. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

II. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

- a) an immediate relative of connected persons specified in clause I; or
- b) a holding company or associate company or subsidiary company; or
- c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- d) an investment company, trustee company, asset management company or an employee or director thereof; or
- e) an official of a stock exchange or of clearing house or corporation; or
- f) a member of board of trustees of a mutual fund or a member of the board of the asset management company of a mutual fund or is an employee thereof; or
- g) a member of the board or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- i) a banker of the company; or
- j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;
- k) “Dealing in Securities” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent;
- l) “Director” means a member of the Board of Directors of the Company;
- m) “Employee” means every employee of the Company including the Directors in the employment of the Company;
- n) “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis;
- o) “Immediate Relative” shall have the same meaning as defined in the Regulations;
- p) “Insider” means any person who is:
  - I. a connected person; or
  - II. in possession of or having access to unpublished price sensitive information;
- q) “Key Managerial personnel” (KMP) means persons as defined under Section 2(51) of the Companies Act, 2013.
- r) “Pre-clearance of Trade” means prior approval for trading / dealing in the securities of the company.
- s) Promoter shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof; “Regulations” shall mean SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

- t) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- u) "Specified" means specified by the Board in writing;
- v) "Specified Persons" means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.
- w) "Takeover Regulations" means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- x) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- y) "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- z) "Trading Window" means the period which is available for trading in the Company's Securities.
- z) "Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:-
- I. financial results;
  - II. dividends;
  - III. change in capital structure;
  - IV. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - V. changes in key managerial personnel; and
  - VI. material events in accordance with the listing agreement.

**Note:** Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

### **Role of Compliance Officer**

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors and shall have access to all information and documents relating to the Securities of the Company for the aforesaid purpose.

Grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.

The Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their Immediate Relatives and changes thereto from time-to-time.

The Compliance Officer shall assist all the Specified Persons in addressing any clarifications regarding the Regulations and this Code.

The Compliance Officer shall place a report to the Board and the Audit Committee on annual basis on the following:

- Status of compliance of the Code;
- Status of Compliance of the Code of Fair Disclosure;
- Details of trading in securities of the Company by Designated Persons;
- Violation(s), if any, of the Code.

### **Prohibition on Insider Trading**

No Insider shall communicate, provide, or allow access to any unpublished price sensitive information, to any person including other insiders:

#### **Exceptions to the above:**

- I. Where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; and
- II. Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would, after signing a non-disclosure obligation by the party or parties:
  - a) The obligation to make an open offer under the takeover regulations where the Board is of informed opinion that the proposed transaction is in the best interests of the company;
  - b) not attract the obligation to make an open offer under the takeover regulations but where the Board is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board may determine.

### **Preservation of "Unpublished Price Sensitive Information"**

Every Promoter(s), Director(s), Insider(s) and Connected person(s) and connected persons shall maintain the confidentiality of Unpublished Price Sensitive Information. Insider shall not pass on such information, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities, except in the following circumstances:-

- I. the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach any regulation and both parties had made a conscious and informed trade decision;
- II. in the case of non-individual insider(s):-
  - a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
  - b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- III. The trades were pursuant to a trading plan.

- IV. In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.
- V. Unpublished Price Sensitive Information is to be handled on a “need to know” basis, i.e., Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.
- VI. Files containing unpublished price sensitive information or any such related confidential information shall be kept secure. Computer files must have adequate security of login and password etc. Files containing confidential information should be deleted / destroyed on its expiry.
- VII. The Company shall follow the norms for Chinese walls procedure as per ANNEXURE-A to prevent the misuse of confidential information, which separates those areas of the Company which routinely have access to confidential information and for permitting any Designated Person to “cross the wall”

The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

### **Trading Window Mechanism**

The Trading Window shall be closed not later than the end of every quarter till 48 hours after the declaration of financial results. The time for commencement of closing the Trading Window shall be decided by the Compliance Officer. The Trading Window shall be opened not earlier than 48 hours after the UPSI is made public;

Additionally, the Compliance Officer can specify a time for commencement of closing of Trading Window at the time of:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposal and expansion of business and such other transactions; and
- (v) changes in key managerial personnel;

Further any other period as may be notified from time to time by the Compliance Officer will also be considered as a closed period.

- Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.
- All directors/officers/designated employees of the company shall conduct all their dealings in the securities of the Company only when the trading window is open and shall not deal in any transaction involving the purchase or sale of the company’s securities during the periods when trading window is closed or during any other period as may be specified by the Company from time to time.
- When the Trading Window is open, any trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer.

## **Trading Plan**

- (a) An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Such trading plan shall:

- I. Not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - II. Not entail trading for the period between the Seventh trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
  - III. Entail trading for a period of not less than twelve months;
  - IV. Not entail overlap of any period for which another trading plan is already in existence;
  - V. Set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - VI. Not entail trading in securities for market abuse.
- (a) The trading plan has to be approved by the Compliance Officer of the Company.
  - (b) The Compliance officer will endeavor to approve the trading plan within seven (7) working days of receipt of the trading plan together with necessary undertakings and declarations.
  - (c) The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
  - (d) The trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement.

## **Pre-Clearance of trades**

- I. All Designated Persons or their immediate relatives, who intend to trade in the securities of the company value of which exceeds Rupees Ten lakhs, in one transaction or a series of transactions over a calendar quarter, in any manner whatsoever, shall apply in the Form 1 to the Compliance Officer for pre-clearance together with necessary undertakings as prescribed in Form 2 along with a statement of holdings at the time of pre-clearance.
- II. The Compliance Officer shall grant the approval or reject the application within two working days of the receipt of application for pre-clearance.
- III. Such persons shall execute the order for which pre-clearance has been obtained within seven working days of such approval. The details of the transaction shall be communicated to the compliance officer within four working days thereof. In case, the person is unable to execute the order within seven working days after the approval, a fresh application for pre-clearance (as mentioned above) shall be made.
- IV. All Designated persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction or contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

- V. In case of subscription in the primary market (initial public offers), the above-mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- VI. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.
- VII. In the event of absence of the Compliance Officer, the Board may delegate performance of the duties and responsibilities referred to in this paragraph to any head of department of the Company.

### **Reporting Requirements for Transactions in Securities**

#### **General:**

- a. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- b. The disclosures of trading in Securities shall also include trading in derivatives of Securities and the traded value of the derivatives shall be taken into account for the purpose of this Code.
- c. The Compliance Officer may at his discretion or on requisition of the Audit Committee may require any other connected person or class of connected persons to make disclosures of holding and trading in securities of the Company.
- d. The disclosures made under this Code and the Regulations shall be maintained for a period of five years.

### **Disclosure Requirements**

#### **A. Initial Disclosures:**

- To the Company

Every promoter, member of the promoter group, key managerial personnel and director of the company shall disclose his/her holding of securities of the company presently held by them including the statement of holdings of dependent family members as on 15th Day of May, 2015 , to the company within thirty days of the regulations taking effect as per **Form A**;

Every person on appointment as a Key Managerial Personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his/her holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter as per **Form B** (as amended).

#### **B. Continual Disclosures:**

- Every promoter, member of the promoter group, designated person and director of the company shall disclose to the company the number of such securities acquired or disposed off within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees as per **Form C** (as amended).

• **To the Stock Exchange:**

The company shall notify the particulars of such above trading to the stock exchange on which the securities are listed within two trading days of;

- I. The receipt of intimation of allotment of shares or
- II. The acquisition or sale of shares or voting rights, as the case may be.

**C. Disclosures by other connected persons**

The Compliance Officer may, require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in as per **Form D** (as amended) and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

**Internal Control**

The Chief Executive Officer & Managing Director of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations as well as with this Code.

- All employees who have access to unpublished price sensitive information are identified as Designated Employee.
- All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per this Code and the Regulations.
- Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these Regulations.
- List of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreement shall be signed or notice shall be served to all such employees and persons.
- All other relevant requirements specified under the Regulations shall be complied with.
- This code shall be circulated by the HR Department amongst all the existing employees of the Company and in case of new joining at the time of his / her joining, irrespective of their functional role in the Company. This code shall be circulated amongst the Designated Persons.
- The Compliance Officer shall review the process to evaluate effectiveness of the internal controls at the end of every half year, commencing from 30<sup>th</sup> September, 2019.
- Notwithstanding anything contained hereinabove, the Audit Committee shall also review the compliance with the provisions of this Code and the Regulations at least once in a financial year commencing 1<sup>st</sup> April, 2019 and shall verify that the systems for internal control are adequate and are operating effectively.

**Maintaining structured digital database for UPSI**

a) The Company shall maintain a structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The Compliance Officer shall be responsible for maintenance of the same.



b) The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

### **Penalty for contravention of Code of Conduct**

Every Designated Person shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

Any Designated Person who violates this Code may be penalized and appropriate action may be taken against him by the Company.

Any violation of this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of any Designated Person may include wage freeze, suspension, recovery, claw back or termination of employment.

Any amount collected under the aforesaid penal action shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Securities and Exchange Board of India Act, 1992.

Action taken by the Company for violation of the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations, the Compliance Officer shall promptly inform the stock exchanges where the securities of the Company are traded in such form and manner as may be specified by SEBI from time to time.

### **Designation of a senior officer as a Chief Investor Relations Officer**

The Company designates Company Secretary and Compliance Officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information as per the requirement of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **Disclaimer**

The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be Insiders for the purposes of this Code and the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of this Code or the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of this Code and the Regulations or other related laws.

**CHINESE WALL**

To prevent the misuse of UPSI, the Company has adopted a “Chinese Wall” mechanism which separates those departments which routinely have access to UPSI, considered “inside areas” from those departments which deal with sales or other departments providing ancillary/support services, considered as “public areas”.

As per this mechanism:

- a) The Employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas.
- b) The Employees in the inside areas may be physically separated from the employees in public areas.
- c) Only in exceptional circumstances, employees from the public areas are brought “over the wall” and given UPSI for the furtherance of legitimate purposes / discharge of duties and on the basis of “need to know” criteria.

**FORM A**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (a) read with Regulation 6(2) - Initial Disclosure to the company]**

Name of the company: **Sarda Proteins Ltd**  
 ISIN of the company: **INE995U01011**

**Details of Securities held by Promoter, Key Managerial Personnel (KMP) or Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP /Directors/ Immediate relative / Others etc	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	

**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
N/A	N/A	N/A	N/A	N/A	N/A

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options

**Name & Signature:**

**Designation:**

**Date:**

**Place:**

**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a KMP/ Director/Promoter/Member of the promoter group]**

Name of the company: **Sarda Proteins Ltd**

ISIN of the company: **INE995U01011**

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP /Director or Promoter or member of the promoter group/Immediate relative to/others, etc.)	Date of appointment of KMP/Director or Date of becoming Promoter member of the promoter group	Securities held at the time of appointment of KMP/Director or up on becoming Promoter or member of the promoter group		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options

**Name & Signature:**

**Designation:**

**Date:**

**Place:**

**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2) –Continual Disclosure]**

Name of the company: Sarda Proteins Limited

ISIN of the company: INE995U01011

**Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)**

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person(Promoter/member of the promoter group/designated person/Directors/immediate relative to/others etc.)	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/rights/preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No	Value	Transaction Type (Purchase/ Sale/ Pledge / Revocation/ Invocation)/Others-Please Specify	Type of security (For eg.- Shares, Warrants, Convertible Debentures etc, Rights Entitlement t.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

**Note:** (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.  
(ii) Value of transaction excludes taxes/brokerage/any other charges

**Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

**Note:** In case of Options, notional value shall be calculated based on Premium plus strike price of options.

**Name & Signature:**

**Designation:**

**Date:**

**Place:**

**FORM D (Indicative format)**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**Regulation 7 (3) – Transactions by Other connected persons as identified by the Company**

**Details of trading in securities by other connected person as identified by the Company**

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with the Company	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No	Value	Transaction Type (Purchase/Sale/ Pledge / Revocation / Invocation/ Others -please specify )	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

**Note:** (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

**Details of trading in derivatives on the securities of the company by other Connected Person as identified by the Company**

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options.

**Name & Signature:**

**Designation:**

**Place:**



## FORMAT FOR REQUEST OF TRADING PLAN

**The Compliance Officer,  
Sarda Proteins Ltd,  
Corporate office: Inside Data Ingenious Global Limited,  
Station Road, Durgapura, Jaipur-302018 (Rajasthan)**

Dear Sir,

I [Insert Name of the employee], in my capacity as [Insert Designation] of the company hereby submit the following trading plan for your review and approval in terms of the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons.

### Trading Plan

Date/intervals of Trade Execution	No. of Securities Traded	Nature of Transaction and quantity	Trading Account details	Trading Member details
		Purchase/ sale/ others		

### Details of securities held by immediate Relative of the Employee

Name of the person and relationship with the designated employee	Date of Trading in securities	No. of Securities Traded	Nature of Transaction and quantity	Trading Account details	Trading Member details
			Purchase/ sale/ others		

I hereby undertake that I am not in violation of the Company's Code of Conduct or SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) while formulating the aforesaid trading plan.

I undertake to furnish such information as required by the Compliance Officer with regard to the Trading Plan.

Date:

\_\_\_\_\_  
Signature

## **FORMAT FOR APPROVAL OF TRADING PLAN**

Name: [Insert Name]

Designation: [Insert Designation]

Place: [Insert Place]

This is to inform you that your request/immediate relatives request for approval of trading plan in relation to shares of the Company as mentioned in your application dated [Insert Date] is approved.

The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

You acknowledge that in order to comply with the principles of Company's Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) you may be required to further furnish information in relation to the trading plan.

The approval is based on your express undertakings that you will not contravene any provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) and Code of Conduct of the Company and the Trading plan is not for the purposes of market abuse.

Yours faithfully,

**For Sarda Proteins Ltd**

**Compliance Officer**

Date:

Encl: Format for submission of details of transaction

**Form 1**  
**APPLICATION FOR PRE - CLEARANCE OF TRADING**

**The Compliance Officer**

**Date:**

**Sarda Proteins Ltd**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to regulate, monitor and report trading in Securities of the Company and the Code of Practices and Procedures for fair disclosure of UPSI, I seek approval for purchase/sale of the Securities of the Company as per the details given below:

<b>Details of Designated Person</b>	
Name	
Designation	
PAN	
Location	
Email Id.	
Contact No.	
<b>Pre-clearance sought for</b>	Self/ Immediate Relative
<b>If pre-clearance sought for Immediate Relative, then</b>	
Name of the Immediate Relative for whom pre-clearance sought	
Nature of Relationship	
PAN of Immediate Relative	
<b>Details of Security held by self/ Immediate Relative for whom the pre-clearance is sought</b>	
No. of Securities held as on date	
In physical form	
In dematerialized form	
<b>Details of Proposed Transaction</b>	
Nature of Proposed Transaction	Sale/ Purchase
No. of Securities proposed to be transacted	
<b>Details of identified account</b>	
Name & contact details of Broker with Account No.	
Name of Depository Participant	
DP ID	
Client ID	
<b>Details of previous pre-clearance, if any</b>	
No. of Shares for which pre-clearance was taken	
Date of approval of pre-clearance	
Whether transaction was executed	
If yes, No. of shares transacted & Value	
Reasons if not traded	

**I hereby confirm and declare that:**

a) I am not in possession/ knowledge of any information that could be construed as Unpublished Price Sensitive Information (UPSI) as defined in the Policy upto the time of signing this undertaking;

**b)** In the event that I am in possession/knowledge of any information that could be construed as UPSI, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer immediately and shall completely refrain from dealing in the securities of the Company until such information becomes public;

**c)** I have not and shall not enter into any opposite transaction (buy / sell) during the previous/ next six months from the date of last transaction.

**d)** I undertake to submit the necessary forms/ documents within the prescribed timelines.

**e)** I am aware that, I shall be liable to face penal consequences including disciplinary action in case the above declarations are found to be misleading or incorrect at any time;

**f)** I agree to comply with the provisions of the Code at all times and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.

**g)** I further hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the SEBI and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 as amended from time to time and the Code prescribed by the Company.

**Date:**

**Signature:** \_\_\_\_\_

**Signature:** \_\_\_\_\_  
(Immediate Relative)

**Name:**

**Designation:**

*Please provide all the information. Incomplete forms will not be accepted.*

For use of Compliance Officer:

PC O No.	Applicatio n recd. date	Approv al Date	Approval Granted for (Type of transactio n)	Approv al granted for (No. of shares)	Pre-clearance valid upto (dd/mm/yyy y)	Complianc e Officer's signature
			Sale/ Purchase			

**Form 2**  
**FORM OF DISCLOSURE OF TRANSACTIONS**

*(To be furnished within 2 days from of transaction/dealing in Securities of the Company)*

Name of Designated Person	
Designation	
PAN	
Email Id	
Contact No.	
<b><i>If the trade was effected in the name of Immediate Relative</i></b>	
Name of Immediate Relative	
Nature of Relationship	
PAN	
<b><i>Details of Pre-clearance approved:</i></b>	
Type of Transaction for which pre-clearance was applied	Purchase/ Sale
No. of Shares for which pre-clearance was applied	
Pre-clearance approved for (No. of security & date of Approval)	
<b><i>Details of Transaction executed</i></b>	
No. of Securities bought/sold	
DP ID/Client ID/Folio Number	
No. of Securities held prior to the date of transaction	
Price at which the transaction executed	
Reasons, if transaction not executed or if executed for lower quantity	
Total number of Securities held after acquisition / sale	

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance Officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery Instruction Slip (applicable in case of sale transaction).

I agree to hold the above Securities for a minimum period of six months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code, SEBI Regulations and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

.....  
**Signature of Designated Employee**